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David Marshall Schilling  
410-385-3410  
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RECORDATION NO. 23089 FILED

September 8, 2000

**VIA FEDERAL EXPRESS**

Surface Transportation Board  
1925 K Street, NW  
Washington, D.C. 20423-0001  
Attention: Ms. Taledia Stokes

SEP 12 '00 12-46 PM  
TS  
SURFACE TRANSPORTATION BOARD



Re: Our File No.: 258-2082

Dear Ms. Stokes:

Enclosed for recordation as a primary document pursuant to the provisions of 49 U.S.C. Section 11301 are two original copies of a **Memorandum of Collateral Assignment of Lease**, dated August 31, 2000.

The name and addresses of the parties to the enclosed document are:

**Buyer:** Allfirst Bank  
Transportation and Leasing Division  
25 South Charles Street  
Baltimore, Maryland 21201

**Seller:** Progress Rail Services Corporation  
1600 Progress Drive  
Albertville, Alabama 35950

The railroad equipment covered by the enclosed document is described as follows:

99 open top hopper railcars bearing the reporting marks and numbers set forth on Exhibit A attached to the **Memorandum of Collateral Assignment of Lease**.

MILES & STOCKBRIDGE P.C.

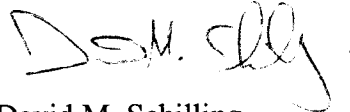
A short summary of the document to appear in the index follows:

**Memorandum of Collateral Assignment of Lease**, dated August 31, 2000, covering 99 open top hopper railcars bearing the reporting marks and numbers set forth on Exhibit A of the document.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to my attention at the above-listed address. Thank you for your assistance in this matter. Should you have any questions, please do not hesitate to call me at 410-385-3410.

Very truly yours,

A handwritten signature in dark ink, appearing to read "D.M. Schilling", with a stylized flourish at the end.

David M. Schilling  
Legal Assistant

Enclosures

MEMORANDUM OF COLLATERAL ASSIGNMENT OF LEASE

1. Pursuant to the Collateral Assignment Agreement identified below, Progress Rail Services Corporation ("PRSC") has collaterally assigned to Allfirst Bank, as security for certain obligations of PRSC to Allfirst Bank, all of PRSC's right, title, and interest in and to the User Lease identified below, relating to the railroad cars identified on the exhibit attached hereto and entitled "Description of Railcars." "Collateral Assignment Agreement" means the Collateral Assignment Agreement dated as of August 31, 2000, between and PRSC and Allfirst Bank. "User Lease" means the Lease Agreement dated as of July 15, 1997, and related Exhibit A-3 dated as of May 19, 2000 (that being the date of execution by the last party to sign), between Railcar, Ltd. (acting as agent for PRSC), as lessor, and Martin Marietta Aggregates, a division of Martin Marietta Materials, Inc., as lessee.

2. The addresses of the parties are as follows:

Progress Rail Services Corporation (Debtor / Assignor)  
1600 Progress Drive  
Albertville, Alabama 35950

Allfirst Bank (Secured Party / Assignee)  
Transportation and Leasing Division  
Mail Code 101-460  
25 South Charles Street  
Baltimore, Maryland 21201

3. The terms and provisions of the above-referenced collateral assignment are more particularly set forth in the above-referenced Collateral Assignment Agreement.

4. This Memorandum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

[Execution on next page; remainder of this page intentionally left blank]

RECORDATION NO. 23089 FILED

SEP 12 '00 12-46 PM

SURFACE TRANSPORTATION BOARD

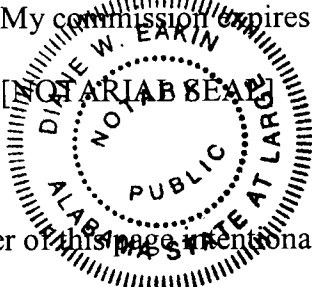
IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of August 31, 2000.

PROGRESS RAIL SERVICES CORPORATION

By: Michael V. Bombino  
Name: Michael V. Bombino  
Title: Senior Vice President & CFO

State of Alabama, County of Marshall

On August 29, 2000, before me personally appeared Michael V. Bombino, to me personally known, who being by me duly sworn says that he is Senior Vice President and CFO of Progress Rail Services Corporation, and that he executed the foregoing instrument on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Diane W. Eakin  
Notary Public  
My commission expires: June 30, 2001  


[Execution continued on next page; remainder of this page intentionally left blank]

ALLFIRST BANK

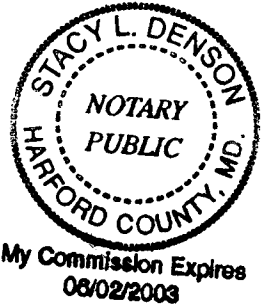
By: C.A. Pistell  
Name: C.A. Pistell  
Title: Vice President

State of Maryland, <sup>City</sup> County of Baltimore

On Aug. 30, 2000, before me personally appeared C.A. Pistell,  
to me personally known, who being by me duly sworn says that he is Vice President  
of Allfirst Bank, and that he executed the foregoing instrument on behalf of said corporation by  
authority of its Board of Directors, and he acknowledged that the execution of the foregoing  
instrument was the free act and deed of said corporation.

Stacy L. Denson  
Notary Public  
My commission expires:

[NOTARIAL SEAL]



**DESCRIPTION OF RAILCARS**

99 open top hopper railcars  
bearing the reporting marks and numbers  
shown on Exhibit A attached hereto.

UNIT	DEAL	ORGN	ORGN	CAR
*MARK	NUMBER	NO.	MARK	NUMBER
TYPE				
*=====	=====	=====	=====	=====
PRSX	002000	196	ICG	388271 H350
PRSX	002001	196	ICG	389217 H350
PRSX	002002	196	ICG	387387 H350
PRSX	002003	196	ICG	388707 H350
PRSX	002004	196	ICG	388334 H350
PRSX	002005	196	ICG	387850 H350
PRSX	002006	196	ICG	387885 H350
PRSX	002007	196	ICG	387859 H350
PRSX	002008	196	ICG	387927 H350
PRSX	002009	196	ICG	388110 H350
PRSX	002010	196	ICG	388173 H350
PRSX	002011	196	ICG	389231 H350
PRSX	002012	196	ICG	389067 H350
PRSX	002013	196	ICG	389176 H350
PRSX	002014	196	ICG	388834 H350
PRSX	002015	196	ICG	388773 H350
PRSX	002016	196	ICG	388716 H350
PRSX	002017	196	ICG	389325 H350
PRSX	002018	196	ICG	389024 H350
PRSX	002019	196	ICG	389042 H350
PRSX	002020	196	ICG	388631 H350
PRSX	002021	196	ICG	389492 H350
PRSX	002022	196	ICG	389144 H350
PRSX	002023	196	ICG	388619 H350
PRSX	002024	196	ICG	389291 H350
PRSX	002025	196	ICG	389350 H350
PRSX	002026	196	ICG	389246 H350
PRSX	002027	196	ICG	388681 H350
PRSX	002028	196	ICG	389390 H350
PRSX	002029	196	ICG	388033 H350
PRSX	002030	196	ICG	389045 H350
PRSX	002031	196	ICG	388432 H350
PRSX	002032	196	ICG	387539 H350
PRSX	002033	196	ICG	387419 H350
PRSX	002034	196	ICG	389376 H350
PRSX	002035	196	ICG	388192 H350
PRSX	002036	196	ICG	388183 H350
PRSX	002037	196	ICG	389400 H350
PRSX	002038	196	ICG	388433 H350
PRSX	002039	196	ICG	389297 H350
PRSX	002040	196	ICG	388953 H350
PRSX	002041	196	ICG	388600 H350
PRSX	002042	196	ICG	388279 H350
PRSX	002043	196	ICG	388085 H350
PRSX	002044	196	ICG	389399 H350
PRSX	002045	196	ICG	388401 H350
PRSX	002046	196	ICG	388641 H350
PRSX	002047	196	ICG	387805 H350
PRSX	002048	196	ICG	389497 H350
PRSX	002049	196	ICG	387089 H350
PRSX	002050	196	ICG	388673 H350
PRSX	002051	196	ICG	389273 H350
PRSX	002052	196	ICG	387955 H350
PRSX	002053	196	ICG	388796 H350
PRSX	002054	196	ICG	388838 H350
PRSX	002055	196	ICG	389321 H350
PRSX	002056	196	IC	388964 H350
PRSX	002057	196	ICG	389402 H350

PRSX	002058	196	ICG	388587	H350
PRSX	002059	196	ICG	389483	H350
PRSX	002060	196	IC	387720	H350
PRSX	002061	196	ICG	388952	H350
PRSX	002062	196	ICG	388146	H350
PRSX	002063	196	ICG	388839	H350
PRSX	002064	196	ICG	388340	H350
PRSX	002065	196	ICG	388111	H350
PRSX	002066	196	ICG	388499	H350
PRSX	002067	196	ICG	387311	H350
PRSX	002068	196	ICG	388800	H350
PRSX	002069	196	ICG	388204	H350
PRSX	002070	196	IC	389415	H350
PRSX	002071	196	ICG	388431	H350
PRSX	002072	196	ICG	388050	H350
PRSX	002073	196	ICG	388812	H350
PRSX	002074	196	ICG	388314	H350
PRSX	002075	196	ICG	388739	H350
PRSX	002076	196	ICG	389438	H350
PRSX	002077	196	ICG	388604	H350
PRSX	002078	196	ICG	387874	H350
PRSX	002079	196	ICG	388888	H350
PRSX	002080	196	ICG	389447	H350
PRSX	002081	196	ICG	389360	H350
PRSX	002082	196	ICG	388829	H350
PRSX	002083	196	ICG	388539	H350
PRSX	002084	196	ICG	388141	H350
PRSX	002085	196	ICG	388327	H350
PRSX	002086	196	ICG	389167	H350
PRSX	002087	196	ICG	388660	H350
PRSX	002088	196	ICG	388014	H350
PRSX	002089	196	ICG	388903	H350
PRSX	002090	196	ICG	388262	H350
PRSX	002091	196	ICG	388721	H350
PRSX	002092	196	ICG	388865	H350
PRSX	002093	196	ICG	389126	H350
PRSX	002094	196	ICG	389436	H350
PRSX	002095	196	ICG	388728	H350
PRSX	002096	196	ICG	389301	H350
PRSX	002097	196	ICG	387954	H350
PRSX	002098	196	ICG	389158	H350
PRSX	002099	196	ICG	387780	H350